

2-188A039

**HELM**  
**FINANCIAL CORPORATION**

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

June 12, 1992

RECORDATION NO. 17683-B FILED 1425

JUL 6 1992 -10<sup>40</sup> AM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

Dear Ms. Lee:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, two (2) executed counterparts of a document entitled Termination Agreement dated May 18, 1992 ("Termination Agreement") to the Lease of Railroad Equipment dated as of December 1991 between Helm-Pacific Leasing and SouthRail Corporation, which should be included as part of the filing recorded on January 23, 1992 at 3:20 PM, Recordation No. 17683, as the next available number.

In connection with the recording of this Termination Agreement, please note the following information:

Names and Addresses of Executing Parties:

Helm-Pacific Leasing ("Lessor")  
By: Helm Pacific Corporation  
its Joint Venturer  
One Embarcadero Center, Suite 3500  
San Francisco, CA 94111

Union Pacific Venture Leasing Corporation  
its Joint Venturer  
1416 Dodge Street  
Omaha, NE 68179

SouthRail Corporation ("Lessee")  
111 East Capital Street, Suite 500  
Jackson, MS 39201

MidSouth Corporation ("Guarantor")  
111 East Capital Street, Suite 500  
Jackson, MS 39201

JUL 6 10 29 AM '92  
MOCK CTERATING UNIT

Equipment: Sixty (60) covered hoppers; SR 25001-25060

Summary of Document to Appear in ICC Index:

"Termination Agreement"

Payment of the filing fee of sixteen dollars (\$16.00) is included in the enclosed check.

Sincerely,

A handwritten signature in cursive script, reading "Sharon L. Van Fossan". The signature is fluid and elegant, with a large initial 'S' and a long, sweeping underline.

Sharon L. Van Fossan  
Contract Administrator

svf  
Enclosures

17683-B  
RECORDATION NO. 17683

JUL 6 1992 - 10<sup>40</sup> AM

INTERSTATE COMMERCE COMMISSION

TERMINATION AGREEMENT

THIS TERMINATION AGREEMENT ("Termination Agreement") to the Lease of Railroad Equipment dated as of December \_\_\_\_, 1991 (the "Lease") between HELM-PACIFIC LEASING ("Lessor") and SOUTHRAIL CORPORATION ("Lessee") is made as of April 19, 1992 between Lessor and Lessee.

R E C I T A L S:

- A. Lessor and Lessee are parties to the Lease pursuant to which sixty (60) covered hoppers bearing the reporting marks SR 25001-25060 (the "Units") were leased by Lessor to Lessee.
- B. Lessor and Lessee desire to terminate the Lease and enter into a new agreement with respect to the Units.

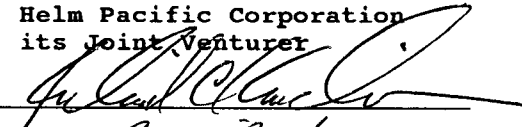
NOW THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties hereto agree to the following:

- 1. Effective on the date the Lease of Railroad Equipment dated May 15, 1992 between Lessor and Lessee is fully executed by the parties, the Term of the Lease shall be deemed to terminate on May 31, 1992.
- 2. Any obligations under the Lease with respect to the Units incurred prior to such termination shall survive the termination of the Lease with respect to such Units. Any obligations of either party, the terms of which provide that they shall survive termination of the Lease, shall survive, including without limitation indemnity obligations.
- 3. The Lease shall be terminated on the date as provided in Section 1 above, and this Termination Agreement shall be filed and recorded with the Interstate Commerce Commission in accordance with 49 U.S.C. 11303 as the formal termination document under Recordation No. 17683 originally filed on January 23, 1992 at 3:20 PM.

LESSOR

HELM-PACIFIC LEASING

By: Helm Pacific Corporation  
its Joint Venturer

By:   
Title: President

By: Union Pacific Venture  
Leasing Corporation  
its Joint Venturer

By: D. Chandler Lewis  
Title: President

LESSEE

SOUTHRAIL CORPORATION

By:   
Title: VP-Chief Marketing Officer

GUARANTOR

MIDSOUTH CORPORATION

By: John A. Scott  
Title: Vice President

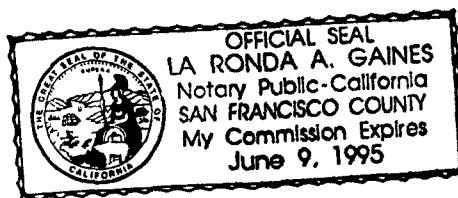
STATE OF CALIFORNIA       )  
                                      ) S  
COUNTY OF SAN FRANCISCO )

On this 14<sup>th</sup> day of May, 1992, before me personally appeared Richard C. Kuchner, to me personally known, who, being by me duly sworn, says that he is President of **HELM PACIFIC CORPORATION**, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as a joint venture partner of Helm-Pacific Leasing.

La Ronda A. Gaines  
Notary Public

My Commission Expires: June 9, 1995

[Notarial Seal]

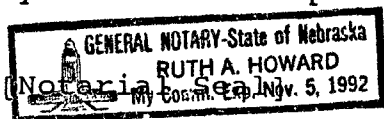


STATE OF NEBRASKA       )  
                                      ) S  
COUNTY OF DOUGLAS     )

On this 13 day of May, 1992, before me personally appears D. Charles Howard, to me personally known, who being by me duly sworn says that he is a President of **UNION PACIFIC VENTURE LEASING CORPORATION**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as a joint venture partner of Helm-Pacific Leasing.

Ruth A. Howard  
Notary Public

My Commission Expires: 11/5/92



STATE OF MISSISSIPPI   )  
  )  
COUNTY OF HINDS        )

On this 18<sup>th</sup> day of MAY, 1992, before me personally appears TIMOTHY J. LEGLER, to me personally known, who being by me duly sworn says that he is a V.P. CH Mktg OFFICR of **SOUTHRAIL CORPORATION**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Angela G. Hallack*  
Notary Public

My Commission Expires: My Commission Expires Aug. 11, 1994

[Notarial Seal]

STATE OF MISSISSIPPI   )  
  )  
COUNTY OF HINDS        )

On this 18<sup>th</sup> day of MAY, 1992, before me personally appears JOHN A. SCOTTO, to me personally known, who being by me duly sworn says that he is a V.P. of **MIDSOUTH CORPORATION**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Angela G. Hallack*  
Notary Public

My Commission Expires: My Commission Expires Aug. 11, 1994

[Notarial Seal]